

**State of Tennessee - 98986-01/02**  
**Investment Performance as of 10/31/2008**



*Current performance may be lower or higher than performance data shown. Performance data quoted represents past performance and is not a guarantee or prediction of future results. For performance data current to the most recent month-end, please visit [www.treasury.state.tn.us/dc](http://www.treasury.state.tn.us/dc). The investment return and principal value of an investment will fluctuate so that, when redeemed, shares/units may be worth more or less than their original cost.*

*Please consider the investment objectives, risk, fees and expenses carefully before investing. For this and other important information, you may obtain prospectuses for mutual funds, any applicable annuity contract and the annuity's underlying funds and/or disclosure documents from your Registered Representative. For prospectuses related to investments in your Self-Directed Brokerage (SDB) account, contact your SDB provider. Read them carefully before investing.*

*An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.*

*For fund objective and asset allocation information for your plan's investment options, please refer to the Fund Fact Sheet or Prospectus.*

| INVESTMENT OPTION   | Ticker | Gross/Net<br>Expense Ratio <sup>16</sup> | Inception<br>Date <sup>20</sup> | Returns as of Month Ending 10/31/2008 |        |        |        |        |                            | Returns as of Quarter Ending 09/30/2008 |        |        |        |                            | Calendar Year Returns |       |       |
|---|--------|--|---------------------------------|---------------------------------------|--------|--------|--------|--------|----------------------------|---|--------|--------|--------|----------------------------|-----------------------|-------|-------|
|   |        |  |                                 | 1<br>Month                            | YTD    | 1 Year | 3 Year | 5 Year | 10 Year/Since<br>Inception | 3<br>Month                              | 1 Year | 3 Year | 5 Year | 10 Year/Since<br>Inception | 2007                  | 2006  | 2005  |
| Profile Series  |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Vanguard Target Retirement 2050 Fund <sup>3</sup>           | VFIFX  | 0.21 / 0.21                              | 06-07-2006                      | -16.78                                | -32.23 | -35.35 | N/A    | N/A    | -7.51                      | -9.88                                   | -20.41 | N/A    | N/A    | -0.17                      | 7.49                  | N/A   | N/A   |
| Vanguard Target Retirement 2045 Fund <sup>3</sup>           | VTIVX  | 0.19 / 0.19                              | 10-27-2003                      | -16.84                                | -32.27 | -35.42 | -4.15  | 1.60   | 1.90                       | -9.90                                   | -20.42 | 1.27   | N/A    | 5.82                       | 7.47                  | 15.98 | 6.95  |
| Vanguard Target Retirement 2040 Fund <sup>3</sup>           | VFORX  | 0.21 / 0.21                              | 06-07-2006                      | -16.74                                | -32.18 | -35.32 | N/A    | N/A    | -7.70                      | -9.87                                   | -20.40 | N/A    | N/A    | -0.40                      | 7.48                  | N/A   | N/A   |
| Vanguard Target Retirement 2035 Fund <sup>3</sup>           | VTTHX  | 0.19 / 0.19                              | 10-27-2003                      | -16.81                                | -32.28 | -35.41 | -4.48  | 1.06   | 1.32                       | -9.92                                   | -20.42 | 0.95   | N/A    | 5.19                       | 7.49                  | 15.24 | 6.30  |
| Vanguard Target Retirement 2030 Fund <sup>3</sup>           | VTHRX  | 0.21 / 0.21                              | 06-07-2006                      | -16.05                                | -30.93 | -33.96 | N/A    | N/A    | -6.83                      | -9.46                                   | -19.43 | N/A    | N/A    | 0.22                       | 7.49                  | N/A   | N/A   |
| Vanguard Target Retirement 2025 Fund <sup>3</sup>           | VTTVX  | 0.19 / 0.19                              | 10-27-2003                      | -14.88                                | -28.72 | -31.41 | -3.53  | 1.06   | 1.28                       | -8.66                                   | -17.61 | 1.27   | N/A    | 4.67                       | 7.59                  | 13.24 | 5.45  |
| Vanguard Target Retirement 2020 Fund <sup>3</sup>           | VTWNX  | 0.20 / 0.20                              | 06-07-2006                      | -13.58                                | -26.25 | -28.64 | N/A    | N/A    | -4.82                      | -7.87                                   | -15.61 | N/A    | N/A    | 1.19                       | 7.52                  | N/A   | N/A   |
| Vanguard Target Retirement 2015 Fund <sup>3</sup>           | VTXVX  | 0.19 / 0.19                              | 10-27-2003                      | -12.43                                | -23.97 | -26.01 | -2.09  | 1.62   | 1.80                       | -7.13                                   | -13.75 | 1.86   | N/A    | 4.61                       | 7.55                  | 11.42 | 4.94  |
| Vanguard Target Retirement 2010 Fund <sup>3</sup>           | VTENX  | 0.20 / 0.20                              | 06-07-2006                      | -11.43                                | -21.38 | -22.92 | N/A    | N/A    | -2.88                      | -6.32                                   | -11.30 | N/A    | N/A    | 2.24                       | 7.70                  | N/A   | N/A   |
| Vanguard Target Retirement Income Fund <sup>3</sup>         | VTINX  | 0.19 / 0.19                              | 10-27-2003                      | -8.24                                 | -13.54 | -13.45 | 0.48   | 2.29   | 2.39                       | -4.21                                   | -4.23  | 3.01   | N/A    | 4.23                       | 8.17                  | 6.38  | 3.33  |
| International   |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| DFA International Value Fund I <sup>3,5</sup>               | DFIVX  | 0.44 / 0.44                              | 02-15-1994                      | -25.09                                | -46.80 | -51.12 | -5.66  | 5.09   | 5.31                       | -17.79                                  | -31.60 | 3.35   | 13.03  | 9.42                       | 10.24                 | 34.15 | 15.27 |
| Fidelity International Discovery Fund <sup>3,5</sup>        | FIGRX  | 1.04 / 1.04                              | 12-31-1986                      | -20.35                                | -44.57 | -47.55 | -3.68  | 4.97   | 5.98                       | -21.17                                  | -29.98 | 2.77   | 11.16  | 9.07                       | 18.98                 | 24.22 | 18.55 |
| MSCI EAFE Index <sup>2,5,9,10</sup>                         | N/A    | - / -                                    |                                 | -20.18                                | -43.54 | -46.62 | -5.26  | 3.60   | 1.67                       | -20.56                                  | -30.50 | 1.12   | 9.69   | 5.02                       | 11.17                 | 26.34 | N/A   |
| Small Cap   |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Fidelity Small Cap Independence <sup>3,6</sup>              | FDSCX  | 1.01 / 1.01                              | 06-28-1993                      | -23.04                                | -43.29 | -48.38 | -9.85  | -1.10  | 3.21                       | -14.56                                  | -29.24 | -2.90  | 5.86   | 6.09                       | 7.30                  | 14.59 | 10.96 |
| Morgan Stanley Inst US Small Cap Value I <sup>6,17,18</sup> | N/A    | 0.84 / -                                 | 05-28-2008                      | -12.24                                | N/A    | N/A    | N/A    | N/A    | -15.77                     | -5.91                                   | N/A    | N/A    | N/A    | -15.77                     | N/A                   | N/A   | N/A   |

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| INVESTMENT OPTION  | Ticker | Gross/Net<br>Expense Ratio <sup>16</sup> | Inception<br>Date <sup>20</sup> | Returns as of Month Ending 10/31/2008 |        |        |        |        |                            | Returns as of Quarter Ending 09/30/2008 |        |        |        |                            | Calendar Year Returns |       |       |
|--|--------|--|---------------------------------|---------------------------------------|--------|--------|--------|--------|----------------------------|---|--------|--------|--------|----------------------------|-----------------------|-------|-------|
|  |        |  |                                 | 1<br>Month                            | YTD    | 1 Year | 3 Year | 5 Year | 10 Year/Since<br>Inception | 3<br>Month                              | 1 Year | 3 Year | 5 Year | 10 Year/Since<br>Inception | 2007                  | 2006  | 2005  |
| Russell 2000 Index <sup>2,6,9,13</sup>   | N/A    | - / -                                    |                                 | -20.80                                | -29.02 | -34.16 | -4.79  | 1.57   | 4.90                       | -1.11                                   | -14.48 | 1.83   | 8.15   | 7.81                       | -1.57                 | 18.37 | N/A   |
| Mid Cap  |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Columbia Acorn Z <sup>8,17,18</sup>  | N/A    | 0.74 / -                                 | 05-28-2008                      | -14.61                                | N/A    | N/A    | N/A    | N/A    | -21.61                     | -14.35                                  | N/A    | N/A    | N/A    | -21.61                     | N/A                   | N/A   | N/A   |
| Columbia Mid Cap Value Z <sup>8,17,18</sup>  | N/A    | 0.87 / -                                 | 05-28-2008                      | -12.79                                | N/A    | N/A    | N/A    | N/A    | -19.79                     | -13.13                                  | N/A    | N/A    | N/A    | -19.79                     | N/A                   | N/A   | N/A   |
| S & P MidCap 400 Index <sup>2,8,9,12</sup>   | N/A    | - / -                                    |                                 | -21.74                                | -32.97 | -36.46 | -5.52  | 1.96   | 6.70                       | -10.87                                  | -16.68 | 1.78   | 8.65   | 10.29                      | 7.63                  | 10.31 | N/A   |
| Large Cap  |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Allianz NFJ Large Cap Value Instl <sup>17,18</sup>                                   | N/A    | 0.72 / -                                 | 05-28-2008                      | -12.15                                | N/A    | N/A    | N/A    | N/A    | -20.84                     | -13.82                                  | N/A    | N/A    | N/A    | -20.84                     | N/A                   | N/A   | N/A   |
| Fidelity Contrafund <sup>3</sup>   | FCNTX  | 0.89 / 0.89                              | 05-17-1967                      | -15.84                                | -33.54 | -35.11 | -2.16  | 4.42   | 5.29                       | -14.02                                  | -19.04 | 3.07   | 9.46   | 7.47                       | 19.78                 | 11.52 | 16.23 |
| Fidelity Magellan Fund <sup>3</sup>  | FMAGX  | 0.73 / 0.73                              | 05-02-1963                      | -21.59                                | -45.59 | -47.47 | -9.94  | -3.47  | -1.19                      | -21.27                                  | -29.45 | -2.75  | 2.31   | 2.00                       | 18.83                 | 7.22  | 6.42  |
| Fidelity OTC Portfolio <sup>3</sup>  | FOCPX  | 1.06 / 1.06                              | 12-31-1984                      | -16.93                                | -40.83 | -45.02 | -4.60  | -0.14  | 1.70                       | -18.49                                  | -27.31 | 1.08   | 5.00   | 4.07                       | 26.14                 | 9.45  | 8.94  |
| ING VP Growth and Income Portfolio <sup>18</sup>                                     | N/A    | 0.59 / -                                 | 05-01-1975                      | -14.88                                | -24.44 | -25.63 | -1.58  | 4.35   | 0.97                       | -15.38                                  | -25.63 | -1.58  | 4.35   | 0.97                       | 6.31                  | 13.06 | 7.12  |
| State Street S & P 500 Flagship Series C <sup>4</sup>                                | N/A    | 0.05 / -                                 | 06-03-1996                      | -16.78                                | -32.84 | -36.10 | -5.24  | 0.23   | 0.36                       | -8.35                                   | -22.01 | 0.18   | 5.13   | 3.03                       | 5.48                  | 15.77 | 4.89  |
| S & P 500 Index <sup>2,9,11</sup>  | N/A    | - / -                                    |                                 | -16.79                                | -32.84 | -36.10 | -5.21  | 0.26   | 0.40                       | -8.37                                   | -21.98 | 0.22   | 5.17   | 3.06                       | 4.95                  | 15.78 | N/A   |
| Balanced   |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Fidelity Puritan Fund <sup>3</sup>   | FPURX  | 0.60 / 0.60                              | 04-16-1947                      | -12.84                                | -26.94 | -28.99 | -2.69  | 1.64   | 3.05                       | -9.09                                   | -17.13 | 1.44   | 5.18   | 4.98                       | 6.17                  | 14.78 | 4.67  |
| Bond   |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| Calvert Income Fund <sup>3,7</sup>   | CINCX  | 0.55 / 0.55                              | 02-26-1999                      | -9.13                                 | -12.89 | -12.10 | -0.54  | 1.87   | 5.84                       | -3.79                                   | -2.29  | 2.55   | 3.96   | 6.80                       | 5.71                  | 5.42  | 4.21  |
| Fidelity Retirement Gov Money Market Fd<br>(7-day SEC yield: 1.96%) <sup>1,3,7</sup> | FGMXX  | 0.42 / 0.42                              | 12-16-1988                      | 0.16                                  | 2.12   | 2.88   | 4.14   | 3.15   | 3.39                       | 0.52                                    | 3.12   | 4.19   | 3.13   | 3.42                       | 4.93                  | 4.74  | 2.88  |
| Vanguard Total Bond Market Index Signal <sup>3,7</sup>                               | VBTSX  | 0.10 / 0.10                              | 09-01-2006                      | -2.53                                 | -1.82  | 0.28   | 3.60   | 3.42   | 4.76                       | -0.39                                   | 3.84   | 4.20   | 3.75   | 4.97                       | 7.02                  | 4.29  | N/A   |
| Lehman Brothers Aggregate Bond Index <sup>2,7,9,14</sup>                             | N/A    | - / -                                    |                                 | -2.36                                 | -1.74  | 0.30   | 3.60   | 3.48   | 5.00                       | -0.49                                   | 3.65   | 4.15   | 3.78   | 5.20                       | 6.97                  | 4.33  | N/A   |
| Fixed  |        |  |                                 |                                       |        |        |        |        |                            |   |        |        |        |                            |                       |       |       |
| ING Fixed Plus Account <sup>18,19</sup>  | N/A    | - / -                                    | N/A                             | N/A                                   | N/A    | 4.65   | 4.58   | 4.48   | 5.16                       | N/A                                     | 4.65   | 4.57   | 4.49   | 5.17                       | N/A                   | N/A   | N/A   |

### Fixed Returns for the Quarter

Regions Bank: <sup>15</sup> 2.79%

ING Fixed Plus Account: 4.65%

These returns and fund operating expenses are expressed as percentages. 3, 5 and 10 Year/Since Inception returns shown are annualized. For 10 Year/Since Inception, if the fund was not in existence for 10 years, returns shown are since inception. If the fund is less than one year old, returns are not annualized.

Performance returns reflect deduction for fund operating expenses. Your Plan may also assess an administrative fee which would reduce the performance quoted above.

Record Keeping Fee - Great-West Retirement Services charges an administrative and record keeping fee of 25 Basis Points (.25%), expressed as an annual percent. If you are invested in the Calvert, Regions Bank, State Street, DFA, Vanguard, or Morgan Stanley fund options, the fee is posted explicitly to your account on a monthly basis. If you are invested in the Allianz fund, Allianz pays a 5 Basis Point 12b1 fee to the Tennessee Treasury Department, which is used to

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offset your fees, and therefore the difference of 20 Basis Points is posted to your account. If you are invested in either of the two Columbia funds, Columbia pays 10 Basis Points, therefore 15 Basis Points are posted to your account. If you are invested in any of the ING or Fidelity Investment fund options, those companies pay 25 Basis Point 12b1 fees, and therefore no explicit fees are posted to your account. If you have a Self-Directed Brokerage Account, the fee is calculated based on your SDB balance, and posted quarterly against the core investment options in your account, pro-rata. For participants in the 401k plan with smaller account balances, an explicit fee is posted pro-rata against all fund options, if the fee calculation does not meet a minimum amount of \$3.00 per quarter.

Funds may impose redemption fees, and/or transfer restrictions, on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. For more information, please refer to the fund's prospectus and/or disclosure documents.

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With the exception of the Self Directed Brokerage Account, securities, when offered, are offered through GWFS Equities, Inc. , a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution, and administrative services.

On occasion, the name and/or investment objective of an investment option may change. For specific information on whether the option name has changed within the past year, or if the investment objective has changed in the last ten years, please contact your Registered Representative for a current prospectus.

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Although they have higher return potential, high yield bonds are also subject to greater risk, including the risk of default, compared to higher-rated securities.

You will receive a separate statement from your Self-Directed Brokerage (SDB) provider that will detail the investment holdings and activity within your SDB account.

Equity securities of companies located in emerging markets involve greater risks than investing in more established markets including currency fluctuations, political developments and share illiquidity.

<sup>1</sup> **The 7-day yield more closely reflects the current earnings of the money market fund than the annualized total return quotation.**

<sup>2</sup> Benchmark index returns are supplied by Morningstar, Inc. There may be another benchmark that is more specific to each of the funds listed under the broad asset class. Please refer to the fund's prospectus for more specific information as to the fund's actual benchmark index.

<sup>3</sup> Mutual Fund Option.

<sup>4</sup> Collective Trust Fund Option. A ticker symbol is not available for this investment option.

<sup>5</sup> Foreign funds involve special risks, including currency fluctuations and political developments.

<sup>6</sup> Small cap securities may be more volatile than securities of larger, more established companies.

<sup>7</sup> A bond fund's yield, share price, and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise, and vice versa.

<sup>8</sup> Medium-sized companies may suffer more significant losses as well as realize more substantial growth than larger-capitalized, more established issuers.

<sup>9</sup> A benchmark index is not professionally managed, does not have a defined investment objective, and does not incur fees or expenses. Therefore, performance of the Index Fund will generally be less than its benchmark index. You cannot invest directly in a benchmark index.

<sup>10</sup> MSCI EAFE® Index is a trademark of Morgan Stanley Capital International, Inc. and is an unmanaged index considered indicative of the International equity market. Copyright Morgan Stanley Capital International, Inc. 2007. All Rights Reserved. Unpublished. PROPRIETARY TO MORGAN STANLEY CAPITAL INTERNATIONAL INC.®

<sup>11</sup> S&P 500® Index is a trademark of the McGraw-Hill Co. and is an unmanaged index considered indicative of the domestic Large-Cap equity market.

<sup>12</sup> S&P MidCap 400® Index is an unmanaged index considered indicative of the domestic Mid-Cap equity market.

<sup>13</sup> Russell 2000® Index is a trademark of Russell Investments and is an unmanaged index considered indicative of the domestic Small-Cap equity market.

<sup>14</sup> Lehman Brothers Aggregate Bond Index is an unmanaged index considered indicative of the domestic Fixed Income Market.

<sup>15</sup> Returns shown are annualized.

<sup>16</sup> The net expense ratio is less applicable fee waivers or expense reimbursements the investment adviser and/or administrator may have agreed upon, either voluntary or by contractual agreement; the gross expense ratio is not. Fee waivers and

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*reimbursements may be modified or terminated at any time. Additional information can be found in the Fund's prospectus and/or other disclosure documents regarding effective dates and/or if waivers or reimbursements are voluntary or by contractual agreement. Absent waivers or reimbursements, the performance would have been lower.*

<sup>17</sup> *These are new separate accounts through ING, and as such do not yet have an established performance history. To see the underlying ING fund performance and prospectus updates, go to <http://treasury.state.tn.us/dc/InvestmentOptionChanges.html>.*

<sup>18</sup> *Offered through a group fixed and variable deferred annuity issued by ING. ING is not affiliated with Great-West Life & Annuity Insurance Company. A ticker symbol is not available for this investment option.*

<sup>19</sup> *This fund has a transfer out restriction limit of \$10,000 or 20% of the account balance, per calendar year, the larger of the two being allowed.*

<sup>20</sup> *If returns are shown prior to the inception date of the current share class, they are hypothetical, and based on the initial share class (adjusted to reflect the fees and charges associated with the current share class).*